

TOLD
STAVEC
TMS 150K
M 9-23-96

Draft of 9/17/96

[Roll Call Vote]

RESOLUTION NO. 1996-24

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT WITH GOLDMAN, SACHS & CO. TO PROVIDE CONSULTING SERVICES REGARDING, AMONG OTHER THINGS, POSSIBLE UTILITY ALLIANCES

WHEREAS, the deregulation of the electric utility business in California continues to occur at a rapid pace; and

WHEREAS, the Board of Directors of the Southern California Public Power Authority ("SCPPA") desires to improve the competitiveness and financial performance of its members by ensuring that SCPPA evaluates methods of reducing costs and/or enhancing revenues; and

WHEREAS, alliances between or among utilities may be one of the methods by which members of SCPPA can improve their competitiveness; and

WHEREAS, SCPPA desires to facilitate the review of utility alliances in an effort to increase the competitiveness of its members; and

WHEREAS, the review and evaluation of utility alliance proposals and alternatives require special expertise; and

WHEREAS, the agreement referred to in Section 1 of this Resolution constitutes an agreement for personal or professional services; and

WHEREAS, the Board hereby finds and determines that it would not be advantageous for SCPPA to contract with the firm referred to in Section 1 of this Resolution through a sealed competitive proposal process given, among other reasons, the nature of the services to be rendered by such firm and the limited time available for completion of the work to be performed by such firm; and

WHEREAS, until such time as other SCPPA members elect in writing to pay a portion of the costs payable under the agreement described in Section 1 of this Resolution, the Department of Water and Power of The City of Los Angeles ("LADWP") will pay 100 percent of the costs payable under such agreement.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southern California Public Power Authority as follows:

1. Upon written request by the General Manager or an Assistant General Manager of LADWP, the Executive Director (after consultation with the President of SCPPA) and the President of SCPPA are each hereby authorized to execute and deliver an agreement with Goldman, Sachs & Co. for, among other things, the review and analysis of utility alliance proposals and alternatives, in substantially the form attached hereto.

2. Each of the President, the Vice President, the Secretary, any Assistant Secretary, the Executive Director and any other officer of SCPPA is hereby authorized to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution.

3. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by SCPPA, this 17th day of October, 1996.

PRESIDENT
Southern California Public Power
Authority

ATTEST:

ASSISTANT SECRETARY
Southern California Public Power
Authority